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SURFACE TRANSPORTATION BOARD



July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 21, 2012 between the following parties:

Assignor The David J. Joseph Company
 300 Pike Street
 Cincinnati, OH 45202

Assignee: Rail Connection, Inc.
 737 Eleanor Industrial Park
 Eleanor, WV 25070

Please see Schedule 1, attached hereto, for the equipment. (16) railcars. involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 21, 2012 related to sixteen (16) railcars bearing reporting marks: JTSX6009 through JTSX6083, sporadic.

Please file this as a secondary document under Recordation Number 29540-A as it relates to a document previously filed with the Surface Transportation Board under Recordation Number 29540. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SANDRA L. TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 21, 2012 by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignor") and RAIL CONNECTION, INC., a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Rider No. 1 to the Master Lease Agreement dated November 1, 2010 as subsequently amended on January 17, 2012 between The David J. Joseph Company and Strategic Materials, Inc. for sixteen (16) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of June 21, 2012.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higginbotham

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of June, 2012, before me the subscriber, Angela Denise Watts a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein to me personally known, who stated and acknowledged that he is the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of June, 2012

Angela Denise Watts
(Notary Signature)

My commission expires:

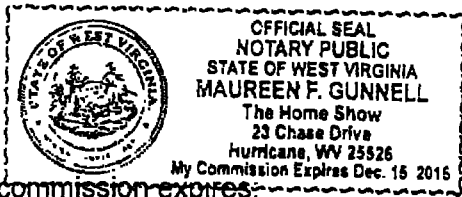
None

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF WV)
COUNTY OF Putnam) SS:

On this 26th day of June, 2012, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higgenbotham, to me personally known, who stated and acknowledged that he/she is the Vice President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of June, 2012.



My commission expires:

Maureen F. Gunnell
(Notary Signature)

12-15-2016

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Sixteen (16) railcars bearing reporting marks:

JTSX 6009
JTSX 6013
JTSX 6018
JTSX 6019
JTSX 6021
JTSX 6023
JTSX 6025
JTSX 6029
JTSX 6040
JTSX 6054
JTSX 6064
JTSX 6069
JTSX 6075
JTSX 6079
JTSX 6083
JTSX 6316

LEASE: Rider No. 1 to the Master Lease Agreement dated November 1, 2010 as subsequently amended on January 17, 2012 between The David J. Joseph Company and Strategic Materials, Inc